

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re BP p.l.c. Securities Litigation

No. 4:10-MD-02185

Honorable Keith P. Ellison

JURY TRIAL DEMANDED

ORAL ARGUMENT REQUESTED

**DEFENDANTS' MOTION TO DISMISS THE CLAIMS OF BP ADS PURCHASERS
IN THE LUDLOW PLAINTIFFS' CONSOLIDATED CLASS ACTION COMPLAINT**

Pursuant to Rules 9(b), 12(b)(6) and 12(b)(2) of the Federal Rules of Civil Procedure, Defendants BP p.l.c. ("BP") and BP America, Inc., and Individual Defendants Anthony B. Hayward, Andy G. Inglis, Carl-Henric Svanberg, H. Lamar McKay, William Castell, Paul Anderson, Antony Burgmans, Cynthia Carroll and Erroll B. Davis, Jr. respectfully move to dismiss the claims of purchasers of BP American Depositary Shares asserted in the Ludlow Plaintiffs' Consolidated Class Action Complaint on the grounds that: (1) Plaintiffs' claims under Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 thereunder (i) fundamentally allege "internal corporate mismanagement," which does not give rise to Section 10(b) claims under *Santa Fe Industries, Inc. v. Green*, 430 U.S. 462, 479-80 (1977), and Fifth Circuit precedent, (ii) fail to allege any actionable misstatements or omissions, and (iii) fail to satisfy the Fifth Circuit's strict requirements for pleading scienter; (2) Plaintiffs' Section 20(a) claims, which allege only secondary liability, fail because their Section 10(b) claims fail as a matter of law; and (3) the Court lacks personal jurisdiction over Messrs. Svanberg, Burgmans and Castell and Ms. Carroll because Plaintiffs fail to allege that those

Defendants have minimum contacts with the United States or that the exercise of such jurisdiction would be reasonable.

The grounds for this motion are fully set forth in Defendants' Memorandum of Law in Support of their Motion to Dismiss the Claims of BP ADS Purchasers in the Ludlow Plaintiffs' Consolidated Class Action Complaint, filed concurrently herewith, and supported by the Declaration of Thomas W. Taylor, filed today with Defendants' Memorandum of Law in Support of their Motion to Dismiss the Claims of BP ADS Purchasers in the New York and Ohio Plaintiffs' Consolidated Class Action Complaint.

Dated: May 6, 2011
Houston, Texas

Respectfully submitted,

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Attorney-in-Charge for Defendants

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Motion has been served by electronic CM/ECF filing, on this 6th day of May, 2011.

/s/ Thomas W. Taylor

Thomas W. Taylor